

**MINUTES of BOARD OF TRUSTEES MEETING**  
**FRIENDS OF THE NEVADA STATE RAILROAD MUSEUM**

**Monday, April 1, 2024 6:00 P.M.**

**Nevada State Railroad Museum - Carson City, Nevada**

The secretary called the roll:

Ron Allen	Present
Bill Barbe	Present
Rick Bieniek	Present
Rick Kohler	Present
Michael McClain	Present
Todd Moore	Absent (Excused)
Jennifer Satalick	Present
Steve Schlaifer	Present
Dave Squire	Present

A quorum being present, Dave Squire, president, called the meeting to order at 1800.

It was moved, seconded and approved that the minutes from the February 2024 meeting be accepted. The secretary reported that he had no received any correspondence.

The secretary reported on activity since the previous regular meeting.

It was moved, seconded and approved to accept the treasurer's report.

**President's Report**

There has been a request to borrow the mortar. After some discussion, the president said that he would make some calls to find out the details.

The MOU between the museum and the Friends is still outstanding. It expires at the end end of the year. Dave Squire, Rick Bieniek and Bill Barbe will attempt to get a one year extension.

**Standing Committee Reports:**

**Administration:**

Rick Kohler gave a brief overview of updates to the bylaws. A copy of his proposal is included after these minutes. He will give a more formal presentation at the next scheduled meeting.

## Events: Jen Satalick

On Mark Twain day we will be running the McKeen and Glenbrook. Admission to the museum is expected to be free.

It was moved, seconded and approved that we extend \$400 for Mother's day seed packs.

It was moved, seconded and approved to extend \$700 for events until next board meeting.

## Membership/website

Wild Apricot shows members as active who are pending.

Michael McClain is updating the Wild Apricot calendar based on Cristol's input.

He will start filtering membership looking for those that are overdue.

We discussed how to handle members who want a hard copy of their membership card and don't want it to come via e-mail. Need somebody to handle this. Do we charge them for this? Dave will send out a message via Wild Apricot to find somebody who will take this on.

## Communications:

Sagebrush Headlight – Michalski

Museum Missive – Squire

Website updates – McClain

## Other Old Business

### 150 year celebration in 2025:

Bill Barbe suggested that as the Inyo, Glenbrook, Bowker were built in 1875 we should do this event with the three locos we have on the property as a weekend event. Perhaps Labor Day weekend. A committee should be formed to further address this. It was moved, seconded and approved to have Bill proceed with this.

### Membership materials – (Barbe, Squire)

JB will start installing the bricks from the the brick program. Dave Squire will come up with a solicitation for somebody to take this over.

### V&T car #20 –(Barbe)

The current owners are asking \$17000 for the #20 car. Bill reported that he expects that it will cost about \$8000 to move it to the museum. The museum is expecting to contribute \$10000 toward this with the Friends providing the rest. It was moved, seconded and approved to extend \$800 to send Adam Michalski to survey coach 20. We will call a special meeting after Adam returns to decide whether to approve the purchase.

Motor Car Camp: Aaron Vickers is heading this up. He will remove museum staff from the flyer.

Rick Bieniek reported that a new CNC machine has been purchased for the restoration shop.

## New Business

The Rodkey family has offered a donation of \$4500 for a memorial for Jack Rodkey. Lauren Jahn proposed a painting to hang in the museum. An alternative is to build a handcar shed and a switchman's shed. It was moved, seconded and approved that the Rodkey donation be applied to building a switchman's shed and a handcar shed pending Judy Rodkey's approval.

It was moved, seconded and approved that we spend \$500/year to hire a company to monitor and protect our Iron Horse Railcamp trademark.

We might be able to get scrap wood for firing the wood burning locomotives from the lumber yard on the reservation. Bill Barbe will explore this further.

## Comments from Attendees

Greg Keller talked about how to get projects to actually take place. He suggested that we explore ICS (incident command system) as a model that works many places.

The meeting was adjourned at 2040.

## **By-Law Update Recommendations**

Below are four recommendations to update the Friends of the Nevada State Railroad Museum by-laws proposed by the By-Laws Revision Committee (a function of the Administrative Committee) for board consideration.

### **Process Governing Board Review/Approval of By-Law Changes:**

#### Article X – Amendments To By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds majority of the entire Board of Trustees at any regular meeting or at any special meeting. All proposed amendments shall be submitted to the standing By-Law Revision Committee at least thirty (30) days before the following regular meeting of the board. The committee will present them to the Board of Trustees with the required notice at the next board meeting with their recommendation for acceptance or rejection. At least ten (10) days written notice must be given by the committee to the board of intention to amend or alter or repeal By-Laws or to adopt new By-Laws. The required notice must contain, in writing: the proposed amendments, and the problem to be solved, the solutions and the cost of such recommendations. The Board may amend any proposed amendments and adopt them without further notice being given.

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On January 27, 2024, the Administrative Committee met to discuss By-Law recommendations. In attendance were Rick Kohler, Barry Simcoe, David Squire, Rick Bienek, Steve Schlaifer, Bill Barbe, Ron Allen, and Bill Kohler. Out of this meeting, three recommendations (below) are being proposed to the Board of Trustees for their review and considered adoption. This meeting satisfied the "...at least thirty (30) days before the following regular meeting of the board." Requirement.

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This notice is being provided to the Board at the April 1, 2024 meeting to satisfy the "At least ten (10) days written notice must be given by the committee to the board of intention to amend or alter or repeal By-Laws or to adopt new By-Laws" provision as outlined above in Article X with the intent of holding a vote during the next regular Board of Trustee meeting scheduled for June 3, 2024.

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Contents:

Page 2 – Amendment to Article III, Section 5 – NOTICE.

Pages 3 & 4 – Proposed New By-Law for Adoption – Article III, Section 13 – SPECIAL ACTION ITEMS.

Page 5 – Amendment to Article IV, Section 4 – REMOVAL.

Page 6 – Amendment to Article III, Section 2 – NUMBER, TENURE AND QUALIFICATIONS.

Proposed Amendment to: **Article III, Section 5 – NOTICE.**

Problem to be Solved: An outdated mode of communication (Facsimile) is mentioned within the Section.

The solution: Amend the wording in the section to describe allowable communications generically as “generally accepted means of communication” without limiting to specific communication methods. A “Generally accepted means of communication” is one that is known to be employed by the entire Board and will create no expected difficulty in two-way communication. These may include (but are not limited to) telephone, text, email, instant messaging, and/or United States mail.

Cost of Such Recommendation: None

Existing Wording:

Notice of any regular or special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, E-mail or facsimile to each trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by E-mail it shall be deemed to be delivered when sent unless the E-mail is returned as undeliverable. In that case notice shall immediately be sent by United States mail. IF notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile transmission is complete. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Proposed Wording (bold lettering is for visual purposes only and will be removed upon approval):

Notice of any regular or special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by **generally accepted means of communication to destinations provided by each Trustee to the corporation. Messages will be deemed to be delivered once sent unless the message is returned as undeliverable to the sender. It is incumbent upon each Trustee to ensure that their current contact information is provided to the Secretary.** Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Proposed New By-Law for Adoption: **Article III – SPECIAL ACTION ITEMS.**

Problem to be Solved: The current by-laws do not include a provision to handle ad hoc requests that may not rise to the scope of calling a Special Board Meeting or are time sensitive. We are calling these “Special Action Items”.

The Solution: Add a provision which identifies “Special Action Items” and outlines how the Board should address them.

Cost of Such Recommendation: None

Proposed New Article:

Article III, Section 13 – SPECIAL ACTION ITEMS

From time to time, special action items may be presented to a Trustee which require a quorum of the Board to approve (for example, a request for an unbudgeted expenditure). Such requests may be handled outside of a Regular or Special Board Meeting through generally accepted means of communication provided they meet the following criteria:

- The call to action is limited to a single, clearly identified action item which is expected by the presenting Trustee to generate limited discussion or controversy. Should more than one special action item be requested, each must be handled separately and independently.
- The matter is time sensitive (undue harm would be created or a material opportunity missed if the matter is not addressed either before the next Regular Board Meeting or by the time it would take to call for, schedule, and conduct a Special Board Meeting).
- A quorum of Board Members is available to authorize the motion in an expedited fashion.

A motion for a Special Action Item shall be deemed to be ‘made’ by the Trustee requesting said action and ‘seconded’ by the first Trustee to respond in the affirmative of the motion. A Special Action Item will be considered “passed” when a number of Trustees equaling or exceeding a quorum of the sitting Board responds in the affirmative. It is critical that the Trustee communications as they relate to Special Action Item be clear and unambiguous. They are encouraged to use “Approved” or “Not Approved” or “Request to Delay” in response to the motion presented.

Should any single “Request to Delay” response be received from any Trustee ahead the required quorum of responses, the Special Action Item is to be vacated and moved to the agenda of either the next Regular Board Meeting or by calling a Special Board Meeting. A “Request to Delay” response after a quorum has responded in the affirmative shall have no impact on the Special Action Item. However, this response shall be noted by the Secretary as outlined below.

Any Special Action Item presented, whether passed, failed or vacated, must be documented by the Secretary to include: the motion made and by which Trustee, which Trustee seconded the motion, the votes made by Trustee (Aye, Nay, Request for Delay, or No Response), and the motion's final disposition (Passed, Failed or Vacated). The Secretary will enter this information into the minutes of the next Regular Board Meeting under Special Action Items.

Proposed Amendment to: - **Article IV, Section 4 – REMOVAL.**

Problem to be Solved: Updating the wording of the provision to include precise action necessary required to remove an officer.

The Solution: Changing the wording within the provision from “in its judgment” to “by 2/3 majority vote”.

Cost of Such Recommendation: None

Existing Wording (bold lettering is for visual purposes only and will be removed upon approval):

“Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, **in its judgment**, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.”

Proposed Wording (bold lettering is for visual purposes only and will be removed upon approval):

“Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, **by 2/3 majority vote**, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.”



Proposed Amendment to: – **Article III, Section 2 – NUMBER, TENURE AND QUALIFICATIONS.**

Problem to be Solved: Allow for voting methods other than by mailed, paper ballot.

The Solution: Changing the wording within the provision to allow for “approved voting methods”.

Cost of Such Recommendation: Potential cost savings (card stock, printing, postage, processing) if electronic voting is authorized.

Existing Wording (bold lettering is for visual purposes only and will be removed upon approval):

The number of Trustees shall be nine (9). The members, preceding their annual meeting in October, shall, by majority vote, elect three (3) members who shall take office at the next regularly scheduled meeting of the Board thereafter and who shall serve as Trustees for a term of three (3) years. **This election shall be held by written ballot provided to all members by mail and returned to the chairman of the elections committee at least one (1) week prior to the scheduled annual meeting of the members.** However, if no more than three (3) members run for the office of Trustee then they shall be deemed to be elected by acclamation and **ballots** shall not be required. A Trustee may not serve more than three (3) full consecutive terms unless a minimum of one (1) year elapses before election to succeeding terms. In order to qualify for a position as a Trustee, the individual must be a current member in good standing and be at least **18** years of age at the time of election.

Proposed Wording (bold lettering is for visual purposes only and will be removed upon approval):

The number of Trustees shall be nine (9). The members, preceding their annual meeting in October, shall, by majority vote, elect three (3) members who shall take office at the next regularly scheduled meeting of the Board thereafter and who shall serve as Trustees for a term of three (3) years. **This election shall be held by approved voting methods to include all members. Returns are to be provided to the chairman of the elections committee at least one (1) week prior to the scheduled annual meeting of the members.** However, if no more than three (3) members run for the office of Trustee then they shall be deemed to be elected by acclamation and **voting** shall not be required. A Trustee may not serve more than three (3) full consecutive terms unless a minimum of one (1) year elapses before election to succeeding terms. In order to qualify for a position as a Trustee, the individual must be a current member in good standing and be at least **eighteen (18)** years of age at the time of election.